



ANNUAL STATEMENT
For the Year Ending DECEMBER 31, 2014
OF THE CONDITION AND AFFAIRS OF THE
HAP Midwest Health Plan, Inc.

NAIC Group Code	1311 (Current Period)	1311 (Prior Period)	NAIC Company Code	95814	Employer's ID Number	38-3123777
Organized under the Laws of	Michigan		State of Domicile or Port of Entry	Michigan		
Country of Domicile	United States of America					
Licensed as business type:	Life, Accident & Health[] Dental Service Corporation[] Other[]		Property/Casualty[] Vision Service Corporation[] Is HMO Federally Qualified? Yes[] No[X] N/A[]		Hospital, Medical & Dental Service or Indemnity[] Health Maintenance Organization[X]	
Incorporated/Organized	01/01/1994		Commenced Business	01/01/1994		
Statutory Home Office	4700 Schaefer Road Ste. 340 (Street and Number)		Dearborn, MI, 48126 (City or Town, State, Country and Zip Code)			
Main Administrative Office	4700 Schaefer Road Ste. 340 (Street and Number)		Dearborn, MI, 48126 (City or Town, State, Country and Zip Code)			
Mail Address	4700 Schaefer Road Ste. 340 (Street and Number or P.O. Box)		Dearborn, MI, 48126 (City or Town, State, Country and Zip Code)			
Primary Location of Books and Records	4700 Schaefer Rd. Ste. 340 (Street and Number)		Dearborn, MI, 48126 (City or Town, State, Country and Zip Code)			
Internet Website Address	www.Hap.org/midwest		(313)581-3700 (Area Code) (Telephone Number)			
Statutory Statement Contact	Paul E Stevenson, CPA (Name) p Stevenson@midwesthealthplan.com (E-Mail Address)		(313)586-6067 (Area Code)(Telephone Number)(Extension) (313)429-5167 (Fax Number)			

OFFICERS

Name	Title
James Connelly	Chairman of the Board
Mark Saffer	President
Dan Champney	Secretary
Mary Ann Tournoux	Treasurer

OTHERS

Allen A. Kessler CPA Mark H. Tucker MD

DIRECTORS OR TRUSTEES

James Connelly Mark Saffer
Dan Champney Mary Ann Tournoux
John Lindsey Tibbitha McCubbin

State of Michigan
County of Wayne ss

The officers of this reporting entity being duly sworn, each depose and say that they are the described officers of the said reporting entity, and that on the reporting period stated above, all of the herein described assets were the absolute property of the said reporting entity, free and clear from any liens or claims thereon, except as herein stated, and that this statement, together with related exhibits, schedules and explanations therein contained, annexed or referred to, is a full and true statement of all the assets and liabilities and of the condition and affairs of the said reporting entity as of the reporting period stated above, and of its income and deductions therefrom for the period ended, and have been completed in accordance with the NAIC Annual Statement Instructions and Accounting Practices and Procedures manual except to the extent that: (1) state law may differ; or, (2) that state rules or regulations require differences in reporting not related to accounting practices and procedures, according to the best of their information, knowledge and belief, respectively. Furthermore, the scope of this attestation by the described officers also includes the related corresponding electronic filing with the NAIC, when required, that is an exact copy (except for formatting differences due to electronic filing) of the enclosed statement. The electronic filing may be requested by various regulators in lieu of or in addition to the enclosed statement.

(Signature) Mark Saffer	(Signature) Dan Champney	(Signature) Allen Kessler
(Printed Name) 1. President	(Printed Name) 2. Secretary	(Printed Name) 3. VP & Chief Financial Officer
(Title)	(Title)	(Title)

Subscribed and sworn to before me this day of , 2015

a. Is this an original filing?
b. If no, 1. State the amendment number
2. Date filed
3. Number of pages attached

Yes[X] No[]

(Notary Public Signature)

EXHIBIT 2 - ACCIDENT AND HEALTH PREMIUMS DUE AND UNPAID

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199999 TOTAL Individuals						
Group Subscribers:						
State of Michigan- Department of Community Health	204,611					204,611
0299997 Subtotal - Group Subscribers:	204,611					204,611
0299998 Premiums due and unpaid not individually listed						
0299999 TOTAL Group	204,611					204,611
0399999 Premiums due and unpaid from Medicare entities						
0499999 Premiums due and unpaid from Medicaid entities						
0599999 Accident and health premiums due and unpaid (Page 2, Line 15) ..	204,611					204,611

EXHIBIT 3 - HEALTH CARE RECEIVABLES

1 Name of Debtor	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	7 Admitted
0199998 Pharmaceutical Rebate Receivables - Not Individually Listed						
0199999 Subtotal - Pharmaceutical Rebate Receivables						
0299998 Claim Overpayment Receivables - Not Individually Listed						
0299999 Subtotal - Claim Overpayment Receivables						
0399998 Loans and Advances to Providers - Not Individually Listed						
0399999 Subtotal - Loans and Advances to Providers						
Capitation Arrangements Receivables						
State of Michigan- Department of Community Health Maternity Case Rate ..	1,700,000					1,700,000
0499998 Capitation Arrangement Receivables - Not Individually Listed						
0499999 Subtotal - Capitation Arrangement Receivables	1,700,000					1,700,000
0599998 Risk Sharing Receivables - Not Individually Listed						
0599999 Subtotal - Risk Sharing Receivables						
Other Receivables						
Medicare Plan to Plan	134					134
0699998 Other Receivables - Not Individually Listed						
0699999 Subtotal - Other Receivables	134					134
0799999 Gross health care receivables	1,700,134					1,700,134

EXHIBIT 3A - ANALYSIS OF HEALTH CARE RECEIVABLES COLLECTED AND ACCRUED

	Health Care Receivables Collected During the Year		Health Care Receivables Accrued as of December 31 of Current Year		5	6
	1 On Amounts Accrued Prior to January 1 of Current Year	2 On Amounts Accrued During the Year	3 On Amounts Accrued December 31 of Prior Year	4 On Amounts Accrued During the Year	Health Care Receivables in Prior Years (Columns 1 + 3)	Estimated Health Care Receivables Accrued as of December 31 of Prior Year
Type of Health Care Receivable						
1. Pharmaceutical rebate receivables	196,078	370,430			196,078	196,078
2. Claim overpayment receivables						
3. Loans and advances to providers						
4. Capitation arrangement receivables	1,450,000	14,756,273		1,700,000	1,450,000	1,450,000
5. Risk sharing receivables						
6. Other health care receivables	706	1,683		134	706	706
7. TOTALS (Lines 1 through 6)	1,646,784	15,128,386		1,700,134	1,646,784	1,646,784

Note that the accrued amounts in Columns 3, 4, and 6 are the total health care receivables, not just the admitted portion.

EXHIBIT 4 - CLAIMS UNPAID AND INCENTIVE POOL, WITHHOLD AND BONUS (Reported and Unreported)
Aging Analysis of Unpaid Claims

1 Account	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 91 - 120 Days	6 Over 120 Days	7 Total
Individually Listed Claims Unpaid						
HRA/GME/SNAF	12,198,203					12,198,203
Pharmacy Benefit Manager	2,042,911					2,042,911
PCP-IPP Enhanced Payment	4,722,682					4,722,682
0199999 Total - Individually Listed Claims Unpaid	18,963,796					18,963,796
0299999 Aggregate Accounts Not Individually Listed - Uncovered						
0399999 Aggregate Accounts Not Individually Listed - Covered						
0499999 Subtotals	18,963,796					18,963,796
0599999 Unreported claims and other claim reserves						32,802,729
0699999 TOTAL Amounts Withheld						
0799999 TOTAL Claims Unpaid						51,766,525
0899999 Accrued Medical Incentive Pool and Bonus Amounts						596,781

EXHIBIT 5 - AMOUNTS DUE FROM PARENT, SUBSIDIARIES AND AFFILIATES

1 Name of Affiliate	2 1 - 30 Days	3 31 - 60 Days	4 61 - 90 Days	5 Over 90 Days	6 Nonadmitted	Admitted	
						7 Current	8 Non-Current
	N O N E						
0399999 TOTAL Gross Amounts Receivable .....	.....	.....	.....	.....	.....	.....	.....

EXHIBIT 6 - AMOUNTS DUE TO PARENT, SUBSIDIARIES AND AFFILIATES

1	2	3	4	5
Affiliate	Description	Amount	Current	Non-Current
Individually Listed Payables				
Health Alliance Plan	Corporate Overhead	217,000	217,000	
Health Alliance Plan	Invoices paid by parent	20,796	20,796	
Henry Ford Health System Continuing Care	Salaries paid by parent	5,930	5,930	
0199999 Total - Individually Listed Payables	X X X	243,726	243,726	
0299999 Payables not Individually Listed	X X X			
0399999 TOTAL Gross Payables	X X X	243,726	243,726	

EXHIBIT 7 - PART 1 - SUMMARY OF TRANSACTIONS WITH PROVIDERS

		1	2	3	4	5	6
Payment Method		Direct Medical Expense Payment	Column 1 as a % of Total Payments	Total Members Covered	Column 3 as a % of Total Members	Column 1 Expenses Paid to Affiliated Providers	Column 1 Expenses Paid to Non-Affiliated Providers
Capitation Payments:							
1.	Medical groups	6,906,377	2.333	23,888	25.303	205,740	6,700,636
2.	Intermediaries						
3.	All other providers	94,583,172	31.949			9,682,602	84,900,570
4.	TOTAL Capitation Payments	101,489,549	34.282	23,888	25.303	9,888,342	91,601,207
Other Payments:							
5.	Fee-for-service	8,695,634	2.937	X X X	X X X	18,146	8,677,487
6.	Contractual fee payments	183,138,612	61.862	X X X	X X X	22,606,427	160,532,185
7.	Bonus/withhold arrangements - fee-for-service			X X X	X X X		
8.	Bonus/withhold arrangements - contractual fee payments	2,721,297	0.919	X X X	X X X	172,960	2,548,337
9.	Non-contingent salaries			X X X	X X X		
10.	Aggregate cost arrangements			X X X	X X X		
11.	All other payments			X X X	X X X		
12.	TOTAL Other Payments	194,555,543	65.718	X X X	X X X	22,797,534	171,758,009
13.	TOTAL (Line 4 plus Line 12)	296,045,091	100.000	X X X	X X X	32,685,876	263,359,216

EXHIBIT 7 - PART 2 - SUMMARY OF TRANSACTIONS WITH INTERMEDIARIES

1	2	3	4	5	6
NAIC Code	Name of Intermediary	Capitation Paid	Average Monthly Capitation	Intermediary's Total Adjusted Capital	Intermediary's Authorized Control Level RBC
NONE					
9999999 TOTALS			X X X	X X X	X X X

EXHIBIT 8 - FURNITURE, EQUIPMENT AND SUPPLIES OWNED

		1	2	3	4	5	6
Description		Cost	Improvements	Accumulated Depreciation	Book Value Less Encumbrances	Assets Not Admitted	Net Admitted Assets
1.	Administrative furniture and equipment	216,079	.....	154,867	.....	36,439	.....
2.	Medical furniture, equipment and fixtures .....	.....	.....	.....	.....	.....	.....
3.	Pharmaceuticals and surgical supplies .....	.....	.....	.....	.....	.....	.....
4.	Durable medical equipment .....	.....	.....	.....	.....	.....	.....
5.	Other property and equipment	1,474,128	.....	1,054,000	.....	420,128	.....
6.	TOTAL	1,690,207	.....	1,208,867	.....	456,567	.....



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: Midwest Health Plan, Inc. 2. LOCATION:
BUSINESS IN THE STATE OF MICHIGAN DURING THE YEAR

NAIC Group Code 1311

NAIC Company Code 95814

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
TOTAL Members at end of:										
1. Prior Year	79,419	2,310						843	76,266	
2. First Quarter	80,728	2,050						944	77,734	
3. Second Quarter	92,556	1,829						1,050	89,677	
4. Third Quarter	90,597	1,969						1,184	87,444	
5. Current Year	94,408	2,120						1,334	90,954	
6. Current Year Member Months	1,061,706	24,024						13,040	1,024,642	
TOTAL Member Ambulatory Encounters for Year:										
7. Physician	532,815	6,792						16,306	509,717	
8. Non-Physician	426,770	3,469						13,248	410,053	
9. TOTAL	959,585	10,261						29,554	919,770	
10. Hospital Patient Days Incurred	37,603	59						2,429	35,115	
11. Number of Inpatient Admissions	8,632	16						416	8,200	
12. Health Premiums Written (b)	383,496,490	3,245,768						12,741,312	367,509,411	
13. Life Premiums Direct										
14. Property/Casualty Premiums Written										
15. Health Premiums Earned	383,496,490	3,245,768						12,741,312	367,509,411	
16. Property/Casualty Premiums Earned										
17. Amount Paid for Provision of Health Care Services	296,044,947	1,693,002						11,338,817	283,013,128	
18. Amount Incurred for Provision of Health Care Services	312,583,690	1,831,508						12,256,817	298,495,365	

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....12,741,312



EXHIBIT OF PREMIUMS, ENROLLMENT AND UTILIZATION (a)

REPORT FOR: 1. CORPORATION: 2. LOCATION:
BUSINESS IN THE STATE OF GRAND TOTAL DURING THE YEAR
NAIC Group Code 1311 NAIC Company Code 95814

	1 Total	Comprehensive (Hospital & Medical)		4 Medicare Supplement	5 Vision Only	6 Dental Only	7 Federal Employees Health Benefits Plan	8 Title XVIII Medicare	9 Title XIX Medicaid	10 Other
		2 Individual	3 Group							
TOTAL Members at end of:										
1. Prior Year	79,419	2,310						843	76,266	
2. First Quarter	80,728	2,050						944	77,734	
3. Second Quarter	92,556	1,829						1,050	89,677	
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18. Amount Incurred for Provision of Health Care Services	312,583,690	1,831,508						12,256,817	298,495,365	

(a) For health business: number of persons insured under PPO managed care products0 and number of persons insured under indemnity only products0.
(b) For health premiums written: amount of Medicare Title XVIII exempt from state taxes or fees \$.....12,741,312

30 Grand Total

SCHEDULE S - PART 1 - SECTION 2

Reinsurance Assumed Accident and Health Insurance Listed by Reinsured Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	10	11	12
NAIC Company Code	ID Number	Effective Date	Name of Reinsured	Domiciliary Jurisdiction	Type of Reinsurance Assumed	Premiums	Unearned Premiums	Reserve Liability Other Than for Unearned Premiums	Reinsurance Payable on Paid and Unpaid Losses	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
NONE											
9999999 Total (Sum of 0799999 and 1099999)

SCHEDULE S - PART 2

Reinsurance Recoverable on Paid and Unpaid Losses Listed by
Reinsuring Company as of December 31, Current Year

1 NAIC Company Code	2 ID Number	3 Effective Date	4 Name of Company	5 Domiciliary Jurisdiction	6 Paid Losses	7 Unpaid Losses
1199999 Total - Life and Annuity .....					.....	.....
Accident and Health - Non-Affiliates - U.S. Non-Affiliates						
93572	43-1235868 ...	01/01/2014	RGA REINS CO	MO	1,230,859	.....
1999999 Subtotal - Accident and Health - Non-Affiliates - U.S. Non-Affiliates					1,230,859	.....
2199999 Total - Accident and Health - Non-Affiliates					1,230,859	.....
2299999 Total - Accident and Health					1,230,859	.....
2399999 Total U.S. (Sum of 0399999, 0899999, 1499999 and 1999999)					1,230,859	.....
2499999 Total Non-U.S. (Sum of 0699999, 0999999, 1799999 and 2099999) .....						.....
9999999 Total (Sum of 1199999 and 2299999)					1,230,859	.....

SCHEDULE S - PART 3 - SECTION 2

Reinsurance Ceded Accident and Health Insurance Listed by Reinsuring Company as of December 31, Current Year

1	2	3	4	5	6	7	8	9	10	Outstanding Surplus Relief		13	14
										11	12		
NAIC Company Code	ID Number	Effective Date	Name of Company	Domiciliary Jurisdiction	Type	Type of Business Ceded	Premiums	Unearned Premiums (Estimated)	Reserve Credit Taken Other than for Unearned Premiums	Current Year	Prior Year	Modified Coinsurance Reserve	Funds Withheld Under Coinsurance
General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates													
93572	43-1235868	01/01/2014	RGA REINS CO	MO	SSL/L/I		1,362,026						
0899999	Subtotal - General Account - Authorized - Non-Affiliates - U.S. Non-Affiliates						1,362,026						
1099999	Total - General Account - Authorized - Non-Affiliates						1,362,026						
1199999	Total - General Account Authorized						1,362,026						
1499999	Subtotal - General Account - Unauthorized - Affiliates - U.S. - Total												
2299999	Total - General Account - Unauthorized												
2599999	Subtotal - General Account - Certified - Affiliates - U.S. - Total												
3399999	Total - General Account - Certified												
3499999	Total - General Account - Authorized, Unauthorized and Certified						1,362,026						
3799999	Subtotal - Separate Accounts - Authorized - Affiliates - U.S. - Total												
4599999	Total - Separate Accounts - Authorized												
4899999	Subtotal - Separate Accounts - Unauthorized - Affiliates - U.S. - Total												
5699999	Total - Separate Accounts - Unauthorized												
5999999	Subtotal - Separate Accounts - Certified - Affiliates - U.S. - Total												
6699999	Total - Separate Accounts - Certified - Non-Affiliates												
6799999	Total - Separate Accounts - Certified												
6899999	Total - Separate Accounts - Authorized, Unauthorized and Certified												
6999999	Total U.S. (Sum of 0399999, 0899999, 1499999, 1999999, 2599993, 3099999, 3799999, 4299999, 4899999, 5399999, 5999999 and 6499999)						1,362,026						
7099999	Total Non-U.S. (Sum of 0699999, 0999999, 1799999, 2099999, 2899999, 3199999, 4099999, 4399999, 5199999, 5499999, 6299999 and 6599999)												
9999999	Total (Sum of 3499999 and 6899999)						1,362,026						

34 Schedule S - Part 4 NONE

35 Schedule S - Part 5 NONE

SCHEDULE S - PART 6
Five-Year Exhibit of Reinsurance Ceded Business
(000 Omitted)

	1 2014	2 2013	3 2012	4 2011	5 2010
A. OPERATIONS ITEMS					
1. Premiums	17	6	4	1	
2. Title XVIII-Medicare	73	42	15	11	12
3. Title XIX - Medicaid	1,272	875	412	498	523
4. Commissions and reinsurance expense allowance					
5. TOTAL Hospital and Medical Expenses	310,506	259,572	240,392	217,028	203,845
B. BALANCE SHEET ITEMS					
6. Premiums receivable					
7. Claims payable					
8. Reinsurance recoverable on paid losses	1,231	198	365	111	416
9. Experience rating refunds due or unpaid					
10. Commissions and reinsurance expense allowances due					
11. Unauthorized reinsurance offset					
12. Offset for reinsurance with Certified Reinsurers				X X X	X X X
C. UNAUTHORIZED REINSURANCE (DEPOSITS BY AND FUNDS WITHHELD FROM)					
13. Funds deposited by and withheld from (F)					
14. Letters of credit (L)					
15. Trust agreements (T)					
16. Other (O)					
D. REINSURANCE WITH CERTIFIED REINSURERS (DEPOSITS BY AND FUNDS WITHHELD FROM)					
17. Multiple Beneficiary Trust				X X X	X X X
18. Funds deposited by and withheld from (F)				X X X	X X X
19. Letters of credit (L)				X X X	X X X
20. Trust agreements (T)				X X X	X X X
21. Other (O)				X X X	X X X

SCHEDULE S - PART 7
Restatement of Balance Sheet to Identify Net Credit For Ceded Reinsurance

	1 As Reported (net of ceded)	2 Restatement Adjustments	3 Restated (gross of ceded)
ASSETS (Page 2, Col. 3)			
1. Cash and invested assets (Line 12)	89,673,293		89,673,293
2. Accident and health premiums due and unpaid (Line 15)	204,611		204,611
3. Amounts recoverable from reinsurers (Line 16.1)	1,230,859	(1,230,859)	
4. Net credit for ceded reinsurance	X X X	1,230,859	1,230,859
5. All other admitted assets (Balance)	10,263,581	1,230,859	11,494,440
6. TOTAL Assets (Line 28)	101,372,343	1,230,859	102,603,202
LIABILITIES, CAPITAL AND SURPLUS (Page 3)			
7. Claims unpaid (Line 1)	51,766,525		51,766,525
8. Accrued medical incentive pool and bonus payments (Line 2)	596,781		596,781
9. Premiums received in advance (Line 8)			
10. Funds held under reinsurance treaties with authorized and unauthorized reinsurers (Line 19, first inset amount plus second inset amount)			
11. Reinsurance in unauthorized companies (Line 20 minus inset amount)			
12. Reinsurance with Certified Reinsurers (Line 20 inset amount)			
13. Funds held under reinsurance treaties with Certified Reinsurers (Line 19 third inset amount)			
14. All other liabilities (Balance)	9,248,378		9,248,378
15. TOTAL Liabilities (Line 24)	61,611,684		61,611,684
16. TOTAL Capital and Surplus (Line 33)	39,760,659	X X X	39,760,659
17. TOTAL Liabilities, Capital and Surplus (Line 34)	101,372,343		101,372,343
NET CREDIT FOR CEDED REINSURANCE			
18. Claims unpaid			
19. Accrued medical incentive pool			
20. Premiums received in advance			
21. Reinsurance recoverable on paid losses	1,230,859		
22. Other ceded reinsurance recoverables			
23. TOTAL Ceded Reinsurance Recoverables	1,230,859		
24. Premiums receivable			
25. Funds held under reinsurance treaties with authorized and unauthorized reinsurers			
26. Unauthorized reinsurance			
27. Reinsurance with Certified Reinsurers			
28. Funds held under reinsurance treaties with Certified Reinsurers			
29. Other ceded reinsurance payables/offsets			
30. TOTAL Ceded Reinsurance Payables/Offsets			
31. TOTAL Net Credit for Ceded Reinsurance	1,230,859		

SCHEDULE T - PART 2
INTERSTATE COMPACT - EXHIBIT OF PREMIUMS WRITTEN
ALLOCATED BY STATES AND TERRITORIES

Direct Business only						
States, Etc.		1 Life (Group and Individual)	2 Annuities (Group and Individual)	3 Disability Income (Group and Individual)	4 Long-Term Care (Group and Individual)	5 Deposit-Type Contracts
						6 Totals
1.	Alabama (AL)					
2.	Alaska (AK)					
3.	Arizona (AZ)					
4.	Arkansas (AR)					
5.	California (CA)					
6.	Colorado (CO)					
7.	Connecticut (CT)					
8.	Delaware (DE)					
9.	District of Columbia (DC)					
10.	Florida (FL)					
11.	Georgia (GA)					
12.	Hawaii (HI)					
13.	Idaho (ID)					
14.	Illinois (IL)					
15.	Indiana (IN)					
16.	Iowa (IA)					
17.	Kansas (KS)					
18.	Kentucky (KY)					
19.	Louisiana (LA)					
20.	Maine (ME)					
21.	Maryland (MD)					
22.	Massachusetts (MA)					
23.	Michigan (MI)					
24.	Minnesota (MN)					
25.	Mississippi (MS)					
26.	Missouri (MO)					
27.	Montana (MT)					
28.	Nebraska (NE)					
29.	Nevada (NV)					
30.	New Hampshire (NH)					
31.	New Jersey (NJ)					
32.	New Mexico (NM)					
33.	New York (NY)					
34.	North Carolina (NC)					
35.	North Dakota (ND)					
36.	Ohio (OH)					
37.	Oklahoma (OK)					
38.	Oregon (OR)					
39.	Pennsylvania (PA)					
40.	Rhode Island (RI)					
41.	South Carolina (SC)					
42.	South Dakota (SD)					
43.	Tennessee (TN)					
44.	Texas (TX)					
45.	Utah (UT)					
46.	Vermont (VT)					
47.	Virginia (VA)					
48.	Washington (WA)					
49.	West Virginia (WV)					
50.	Wisconsin (WI)					
51.	Wyoming (WY)					
52.	American Samoa (AS)					
53.	Guam (GU)					
54.	Puerto Rico (PR)					
55.	U.S. Virgin Islands (VI)					
56.	Northern Mariana Islands (MP)					
57.	Canada (CAN)					
58.	Aggregate other alien (OT)					
59.	TOTALS					

NONE

SCHEDULE Y

PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Company Code	ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domiciliary Location	Relationship to Reporting Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
1311	Henry Ford Health System Group	95814	38-3123777				HAP Midwest Health Plan, Inc	MI	RE	Health Alliance Plan of Michigan		100.0	Henry Ford Health System	
1311	Henry Ford Health System Group	95844	382242827				Health Alliance Plan of Michigan	MI	UDP	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	382513504				HAP Preferred Inc		NIA	Health Alliance Plan of Michigan		100.0	Henry Ford Health System	
1311	Henry Ford Health System Group	60134	38-3291563				Alliance Health and Life Insurance Company	MI	IA	Health Alliance Plan of Michigan		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-2651185				Administration System Research Group		NIA	Health Alliance Plan of Michigan		66.7	Henry Ford Health System	
	Henry Ford Health System Group	00000	270449055				HAP Community Alliance		NIA	Health Alliance Plan of Michigan		100.0	Henry Ford Health System	
	Henry Ford Health System Group	0	45-3852852				Henry Ford Health System employment, LLC		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-1357020				Henry Ford Health System		UIP					
	Henry Ford Health System Group	00000	38-2791823				Henry Ford Wyandotte		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-2947657				Henry Ford Macomb Hospital		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-3146042				PHO of Mercy Macomb		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-2679527				Horizon Properties Inc		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-2947657				Mercy Mt. Clemens Real Estate, LLC		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-2565235				Fairlane Health Services Corp		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	33-1210726				Neighborhood Development LLC		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-2433285				Henry Ford Continuing Care Corp		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-6553031				Henry Ford Health Care Corp		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	23-7383042				Self Funded Liability Plan		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	32-0306774				Henry Ford Health System Foundation		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	32-0306774				Henry Ford Physician Network		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-3232668				Northwest Detroit Dialysis		NIA	Henry Ford Health System		56.3	Henry Ford Health System	
	Henry Ford Health System Group	00000	45-5325853				Home Dialysis specialty Center		NIA	Henry Ford Health System		30.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	26-0423581				Macomb Regional Dialysis		NIA	Henry Ford Health System		60.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	38-1378121				Sha Realty Corp		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	90-0659735				Center for Senior Independence		NIA	Henry Ford Health System		100.0	Henry Ford Health System	
	Henry Ford Health System Group	00000	26-3896897				Henry Ford West Bloomfield		NIA	Henry Ford Health System		100.0	Henry Ford Health System	

SCHEDULE Y
PART 1A - DETAIL OF INSURANCE HOLDING COMPANY SYSTEM

1	2	3	4	5	6	7	8	9	10	11	12	13	14	15
Group Code	Group Name	NAIC Comp- any Code	ID Number	FEDERAL RSSD	CIK	Name of Securities Exchange if Publicly Traded (U.S. or International)	Name of Parent, Subsidiaries or Affiliates	Domic- iliary Loca- tion	Rela- tion- ship to Report- ing Entity	Directly Controlled by (Name of Entity / Person)	Type of Control (Ownership, Board, Management, Attorney-in-Fact, Influence, Other)	If Control is Ownership Provide Percentage	Ultimate Controlling Entity(ies) / Person(s)	*
.....	Henry Ford Health System													
.....	Group	00000	38-3322462	.....			P Cor, LLC .....	.....	... NIA ..	Henry Ford Health System .....		..... 100.0	Henry Ford Health System ..	.....
.....	Henry Ford Health System													
.....	Group	00000	90-0840304	.....			Henry Ford Innovation Insitute .....	.....	... NIA ..	Henry Ford Health System .....		..... 100.0	Henry Ford Health System ..	.....
.....	Henry Ford Health System													
.....	Group	00000	41-2223561	.....			Henry Ford Pathology .....	.....	... NIA ..	Henry Ford Health System .....		..... 100.0	Henry Ford Health System ..	.....
.....	Henry Ford Health System						Henry Ford Physicians							
.....	Group	00000	46-5746225	.....			Accountable Care							
.....	Henry Ford Health System						Organization, LLC .....	.....	... NIA ..	Henry Ford Health System .....		..... 100.0	Henry Ford Health System ..	.....
.....	Group	00000	30-0092342	.....			Center for Complementary							
.....	Henry Ford Health System						and Integrative Medicine .....	.....	... NIA ..	Henry Ford Health System .....		..... 100.0	Henry Ford Health System ..	.....
.....	Group	00000	46-4064067	.....			Henry Ford Health System							
.....	Group	00000					Government Affairs Services .....	.....	... NIA ..	Henry Ford Health System .....		..... 100.0	Henry Ford Health System ..	.....

Asterisk	Explanation
0000001	

SCHEDULE Y
PART 2 - SUMMARY OF INSURER'S TRANSACTIONS WITH ANY AFFILIATES

1	2	3	4	5	6	7	8	9	10	11	12	13
NAIC Company Code	ID Number	Names of Insurers and Parent, Subsidiaries or Affiliates	Shareholder Dividends	Capital Contributions	Purchases, Sales or Exchanges of Loans, Securities, Real Estate, Mortgage Loans or Other Investments	Income/(Disburse- ments) Incurred in Connection with Guarantees or Undertakings for the Benefit of any Affiliate(s)	Management Agreements and Service Contracts	Income/ (Disbursements) Incurred Under Reinsurance Agreements	*	Any Other Material Activity not in the Ordinary Course of the Insurer's Business	Totals	Reinsurance Recoverable/ (Payable) on Losses and/or Reserve Credit Taken/ (Liability)
95844	38-2242827	HEALTH ALLIANCE PLAN OF MI	9,439,000				1,133,667				10,572,667	
	38-1357020	Henry Ford Health System					27,308,010				27,308,010	
	38-2791823	Henry Ford Wyandotte Hospital					3,651,352				3,651,352	
	38-2947657	Henry Ford Macomb Hospital Corp					1,584,875				1,584,875	
	26-3896897	Henry Ford West Bloomfield Hospital					30,828				30,828	
	38-3232668	Northwest Detroit Dialysis					80,288				80,288	
	38-2433285	Henry Ford Continuing Care					17,615				17,615	
	26-0423581	Macomb Reginal Dialysis Centers LLC					11,146				11,146	
	41-2223561	Hery Ford Pathology					1,762				1,762	
95814	38-3123777	HAP MIDWEST HLTH PLAN INC	(9,439,000)				(33,819,544)				(43,258,544)	
9999999 Control Totals							0		X X X		0	

Schedule Y Part 2 Explanation:

SUPPLEMENTAL EXHIBITS AND SCHEDULES
INTERROGATORIES

Response

The following supplemental reports are required to be filed as part of your statement filing unless specifically waived by the domiciliary state. However, in the event that your domiciliary state waives the filing requirement, your response of WAIVED to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but is not being filed for whatever reason, enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

- MARCH FILING
1. Will the Supplemental Compensation Exhibit be filed with the state of domicile by March 1? Yes
2. Will an actuarial opinion be filed by March 1? Yes
3. Will the confidential Risk-based Capital Report be filed with the NAIC by March 1? Yes
4. Will the confidential Risk-based Capital Report be filed with the state of domicile, if required by March 1? Yes
APRIL FILING
5. Will Management's Discussion and Analysis be filed by April 1? Yes
6. Will the Supplemental Investment Risks Interrogatories be filed by April 1? Yes
7. Will the Accident and Health Policy Experience Exhibit be filed by April 1? Yes
JUNE FILING
8. Will an audited financial report be filed by June 1? Yes
9. Will Accountants Letter of Qualifications be filed with the state of domicile and electronically with the NAIC by June 1? Yes
AUGUST FILING
10. Will Communication of Internal Control Related Matters Noted in Audit be filed with the state of domicile by August 1? Yes

The following supplemental reports are required to be filed as part of your statement filing. However, in the event that your company does not transact the type of business for which the special report must be filed, your response of NO to the specific interrogatory will be accepted in lieu of filing a "NONE" report and a bar code will be printed below. If the supplement is required of your company but it is not being filed for whatever reason enter SEE EXPLANATION and provide an explanation following the interrogatory questions.

- MARCH FILING
11. Will the Medicare Supplement Insurance Experience Exhibit be filed with the state of domicile and the NAIC by March 1? No
12. Will the Supplemental Life data due March 1 be filed with the state of domicile and the NAIC? No
13. Will the Supplemental Property/Casualty data due March 1 be filed with the state of domicile and the NAIC? No
14. Will Schedule SIS (Stockholder Information Supplement) be filed with the state of domicile by March 1? No
15. Will the actuarial opinion on participating and non-participating policies as required in Interrogatories 1 and 2 on Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1? No
16. Will the actuarial opinion on non-guaranteed elements as required in Interrogatory 3 to Exhibit 5 to Life Supplement be filed with the state of domicile and electronically with the NAIC by March 1? No
17. Will the Medicare Part D Coverage Supplement be filed with the state of domicile and the NAIC by March 1? No
18. Will an approval from the reporting entity's state of domicile for relief related to the five-year rotation requirement for lead audit partner be file electronically with the NAIC by March 1? No
19. Will an approval from the reporting entity's state of domicile for relief related to the one-year cooling off period for independent CPA be filed electronically with the NAIC by March 1? No
20. Will an approval from the reporting entity's state of domicile for relief related to the Requirements for Audit Committees be filed electronically with the NAIC by March 1? No
APRIL FILING
21. Will the Long-Term Care Experience Reporting Forms be filed with the state of domicile and the NAIC by April 1? No
22. Will the Supplemental Life data due April 1 be filed with the state of domicile and the NAIC? No
23. Will the Supplemental Property/Casualty Insurance Expense Exhibit due April 1 be filed with any state that requires it, and, if so, the NAIC? No
24. Will the Supplemental Health Care Exhibit (Parts 1, 2 and 3) be filed with the state of domicile and the NAIC by April 1? No
25. Will the regulator only (non-public) Supplemental Health Care Exhibit's Allocation Report be filed with the state of domicile and the NAIC by April 1? No
AUGUST FILING
26. Will Management's Report of Internal Control Over Financial Reporting be filed with the state of domicile by August 1? Yes

Explanations:

Bar Codes:

Medicare Supplement Insurance Experience Exhibit
9581420143600000 2014 Document Code: 360

Health Life Supplement
9581420142050000 2014 Document Code: 205

Health Property / Casualty Supplement
9581420142070000 2014 Document Code: 207

Schedule SIS
9581420144200000 2014 Document Code: 420

Actuarial Opinion on Participating and Non-Participating Policies
9581420143710000 2014 Document Code: 371

Statement of Non-Guaranteed Elements for Exhibit 5
9581420143700000 2014 Document Code: 370

Medicare Part D Coverage Supplement
9581420143650000 2014 Document Code: 365

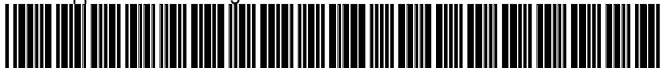
Approval for Relief related to five-year rotation for lead Audit Partner
9581420142240000 2014 Document Code: 224

Approval for Relief related to one-year cooling off period for inde. CPA
9581420142250000 2014 Document Code: 225

Approval for Relief related to Require. for Audit Committees
9581420142260000 2014 Document Code: 226

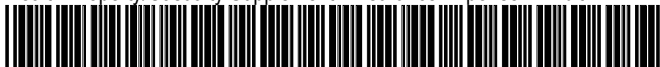
SUPPLEMENTAL EXHIBITS AND SCHEDULES
INTERROGATORIES (continued)

LTC Supplemental Interrogatories



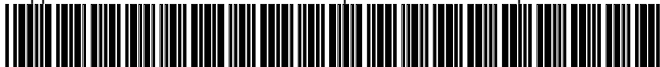
Document Code: 306

Health Property/Casualty Supplement - Insurance Expense Exhibit



Document Code: 213

Supplemental Health Care Exhibit's Expense Allocation Report



Document Code: 217

Health Life Supplement - LHA Guaranty Association Reconciliation



Document Code: 211

Supplemental Health Care Exhibit



Document Code: 216

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